

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

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IN RE TYCO INTERNATIONAL LTD.,
SECURITIES, DERIVATIVE AND "ERISA"
LITIGATION
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MDL Docket No. 02-1335-B

This Document Relates To:

STATE OF NEW JERSEY, DEPARTMENT
OF TREASURY, DIVISION OF
INVESTMENT BY TREASURER JOHN E.
McCORMAC, on behalf of the COMMON
PENSION FUND A, DCP EQUITY FUND,
DCP SMALL CAP EQUITY FUND,
SUPPLEMENTAL ANNUITY COLLECTIVE
TRUST FUND, NJ BEST POOLED EQUITY
FUND, and TRUSTEES FOR THE SUPPORT
OF PUBLIC SCHOOLS FUND,

Docket No. 02-5701-WJM-MF

Plaintiffs,

v.

TYCO INTERNATIONAL LTD.,
L. DENNIS KOZLOWSKI, MARK H.
SWARTZ, MARK A. BELNICK,
PRICEWATERHOUSECOOPERS, LLP,
PRICEWATERHOUSECOOPERS,
L. DENNIS KOZLOWSKI, JR., RICHARD S.
BODMAN, JOHN F. FORT, III, JAMES S.
PASMAN, JR., and WENDY E. LANE,

Defendants.
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**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL WITH
PREJUDICE AGAINST L. DENNIS KOZLOWSKI WITH INJUNCTION
AND BAR ORDER**

Plaintiffs in the above-captioned action (the "New Jersey Plaintiffs") and Defendant L. Dennis Kozlowski (each a "Settling Party" and collectively the "Settling Parties") have represented to the Court that they have entered into a Settlement Agreement and Release (the "Settlement Agreement") that resolves all issues between and among them that are involved, set forth, or referred to in the Second Amended Complaint. All defined terms set forth herein are defined in the Settlement Agreement.

For good cause shown, it is hereby ORDERED that:

1. **Bar Order.** As provided in Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A), to the maximum extent permissible under applicable law, and without agreeing or otherwise admitting that the "Non-Released Parties" (defined below) have any claim or right to contribution against any Settling Party: (a) Defendant Mark H. Swartz (the "Non-Settling Defendant") and Tyco International Ltd.,¹ Mark A. Belnick, Richard S. Bodman, John F. Fort, III, James S. Pasman, Wendy E. Lane, PricewaterhouseCoopers and PricewaterhouseCoopers LLP (the "Previously-Settled Defendants," together with the Non-Settling Defendant the "Non-Released Parties") are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of

¹ In and around June 2007, the entity formerly known as Tyco International Ltd. ("Tyco") separated into three entities, Tyco International Ltd., Covidien Ltd., and Tyco Electronics Ltd. References herein to "Tyco International Ltd." include all three of these entities.

the Released Claims; (b) each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for contribution against each other or against any other person based upon, relating to, or arising out of the Released Claims.

2. **Injunction.** Defendant L. Dennis Kozlowski hereby consents to and is permanently restrained and enjoined from the following activities or conduct:

a. serving as a partner, control person, officer or director of any corporation or other business entity that is publicly-held within the State of New Jersey;

b. engaging in or continuing any of the following conduct or practice in connection with the purchase or sale of any security in the State of New Jersey: acting as a broker-dealer, agent, investment adviser, and/or investment adviser representative;

c. issuing or offering securities for sale or purchase, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting any securities, or offering advice regarding the sale of any securities, in any manner to, from, or within the State of New Jersey, whether acting individually or by and/or through any corporation, business entity, agent, employee, broker, partner, officer, director, attorney, stockholder and/or any other person who is directly or indirectly under his control or direction, except that nothing contained herein shall preclude Kozlowski from continuing to hold and/or

trade securities on behalf of his own account or accounts maintained for the benefit of him or his family members;

d. serving as a partner, control person, officer or director of a broker-dealer or investment adviser, or occupying a similar status or performing similar functions within the State of New Jersey;

e. directly or indirectly controlling an issuer of publicly-traded securities, a broker-dealer or investment adviser within the State of New Jersey;

f. applying to the New Jersey Bureau of Securities for registration in any capacity, including as an agent and/or investment adviser representative, except that nothing contained herein shall preclude Kozlowski from continuing to hold and/or trade securities on behalf of his own account or accounts maintained for the benefit of him or his family members;

g. seeking the exemptions set forth in N.J.S.A. 49:3-50(a)(9)-(11) and (b); and

h. seeking the exemptions to the registration requirements set forth in the Uniform Securities Law (1997), N.J.S.A. 49:3-47, *et seq.*, and more specifically, N.J.S.A. 49:3-56(b),(c) and (g).

4. Because there is no just reason for delay in the entry of this ORDER and FINAL JUDGMENT with respect to the claims asserted by the New Jersey Plaintiffs against L. Dennis Kozlowski, all claims asserted by the New Jersey Plaintiffs against L. Dennis Kozlowski are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is

not dismissed with respect to any claims asserted against the Non-Settling Defendants.

3. The Clerk of the Court is expressly directed to enter this Agreed Order and Final Judgment of Dismissal with Prejudice against L. Dennis Kozlowski and Bar Order as a final judgment and to send a copy of same to all counsel of record.

AGREED AS TO FORM:

SHALOV STONE BONNER & ROCCO
LLP

RIKER, DANZIG, SCHERER,
HYLAND & PERRETTI LLP

By: s/Patrick L. Rocco
Patrick L. Rocco
James P. Bonner

By: s/Michael P. O'Mullan
Gerald A. Liloia
Michael P. O'Mullan

Counsel for New Jersey Plaintiffs

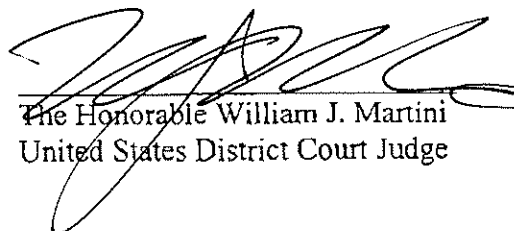
DEBEVOISE & PLIMPTON

By: s/Jyotin Hamid
Robert N. Shwartz
Jyotin Hamid

Counsel for L. Dennis Kozlowski, Jr.

IT IS SO ORDERED.

Entered: Jan 10, 2011


The Honorable William J. Martini
United States District Court Judge

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